MARVEL
PSR 500
STRACZYNSKI
ROMITA JR
ROMITA SR
HANNA
the AMAZING SPIDER-MAN
DOUBLE SIZED
500TH ISSUE!
CAMPBELL 2003
TOWNSEND

Stan Lee Presents

HAPPY BIRTHDAY, PART THREE

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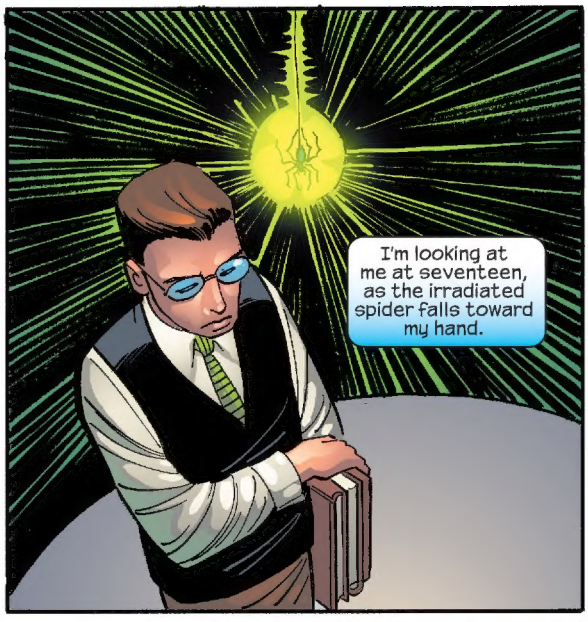
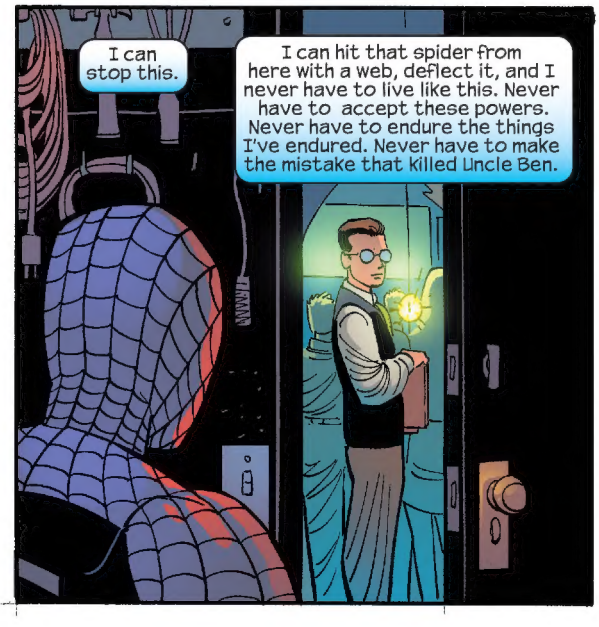

I'm looking at me at seventeen, as the irradiated spider falls toward my hand.

FREEZE!
I'm looking at me older, much older, and somehow I know that this is the end, this is my last stand.

Parker! C'mon, stop daydreaming!
My beginning.

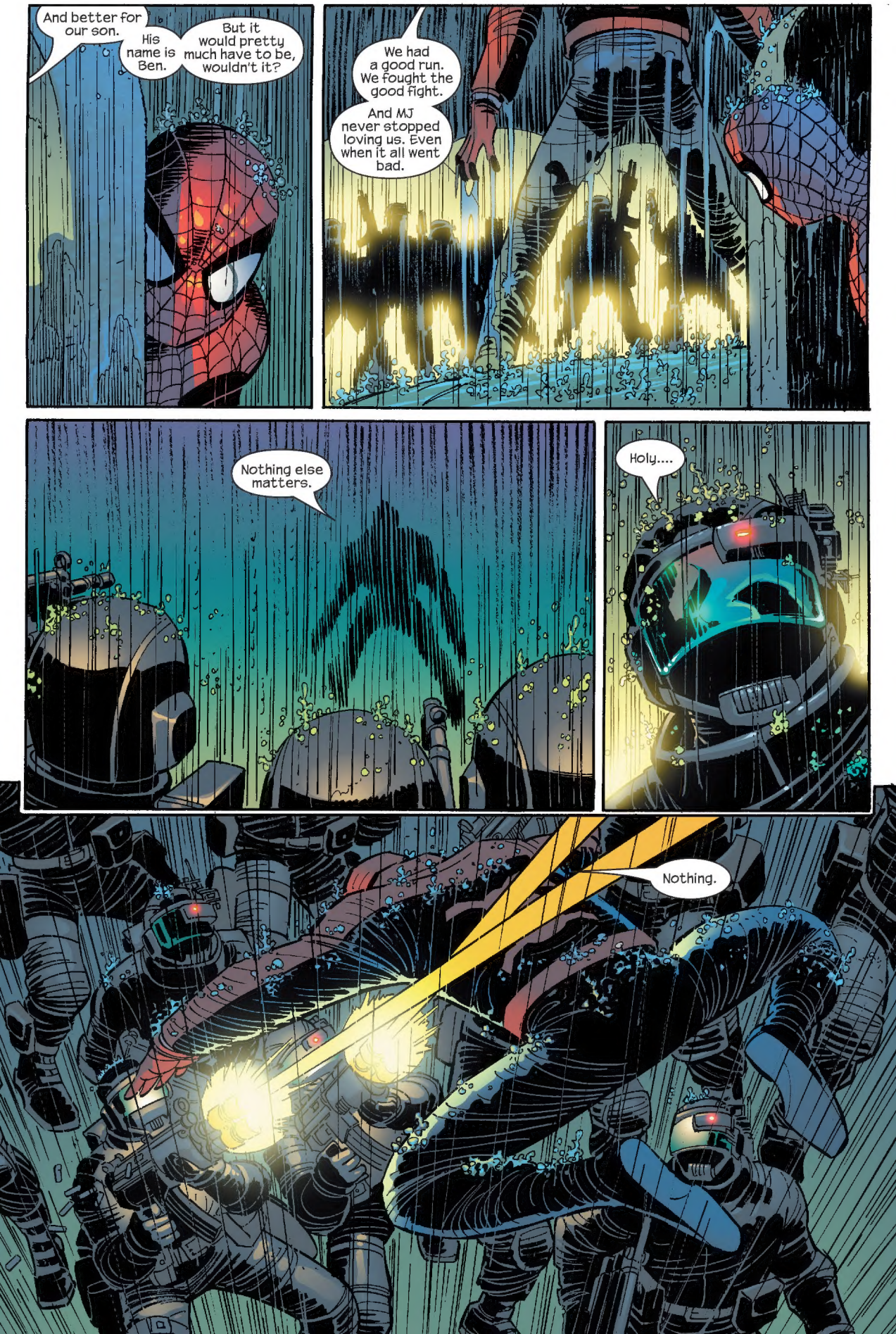
My end.

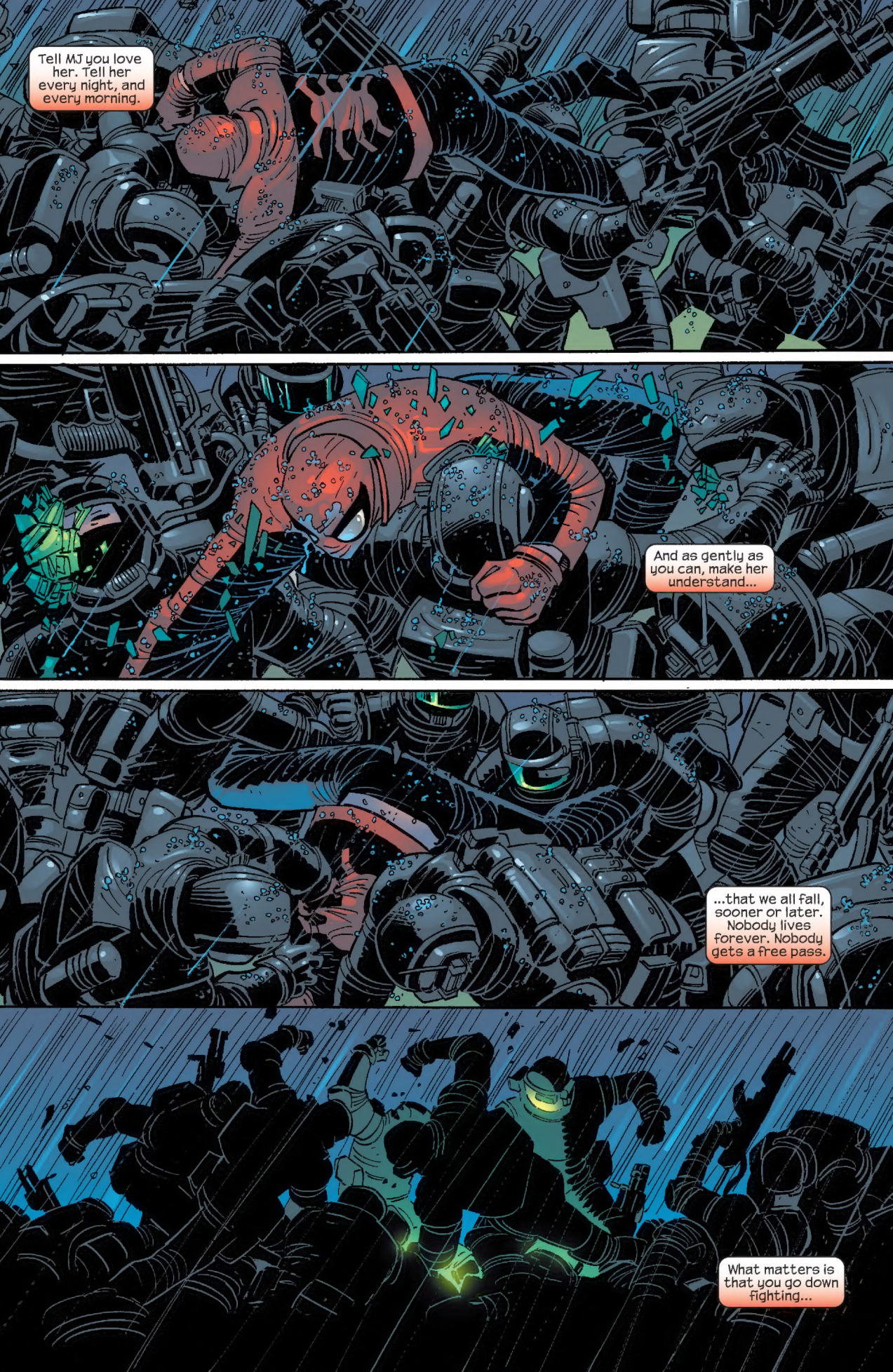

I can stop this.
I can hit that spider from here with a web, deflect it, and I never have to live like this. Never have to accept these powers. Never have to endure the things I've endured. Never have to make the mistake that killed Uncle Ben.

I can step in, save my future self from what's coming. Buy a little time to find out what's going on and what to do next.

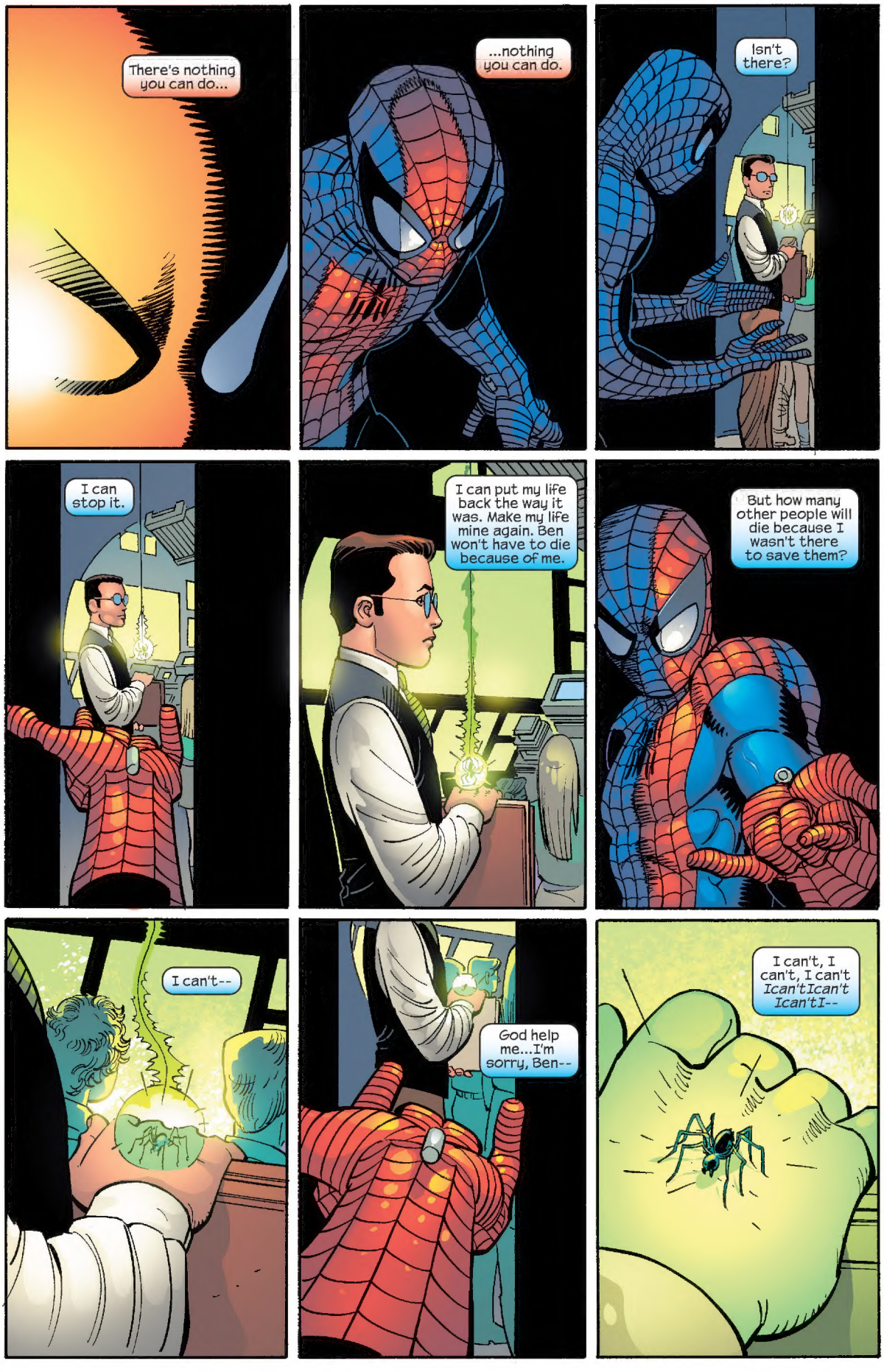
I can--
I was wondering when you were going to get here.
You knew I was coming?
Yeah, I knew you were coming.
You...and someone else.
I don't see anybody.
No. You wouldn't. In the shadows and the dark, nobody could see me when I didn't want to be seen.
I was good back then, Lamont. I was damned good.
Yeah...yeah, you were. But what does that have to do with--
RIP
MAY PARKER
LOVING AUNT
DEARLY MISSED
It doesn't matter. Nothing matters now. Say what you came to say.
It doesn't have to be this way. You know that. If you surrender, take the manslaughter rap, I can help you.
But I can't protect you if you keep going.
Don't do this, Pete. Don't. You're not as fast as you used to be. They have the advantage, and the tech, to take you down. They'll kill you. You know that. You *have* to know that.
I know.
But I can't go back now. It's too late. What's done, what *had* to be done, is done.

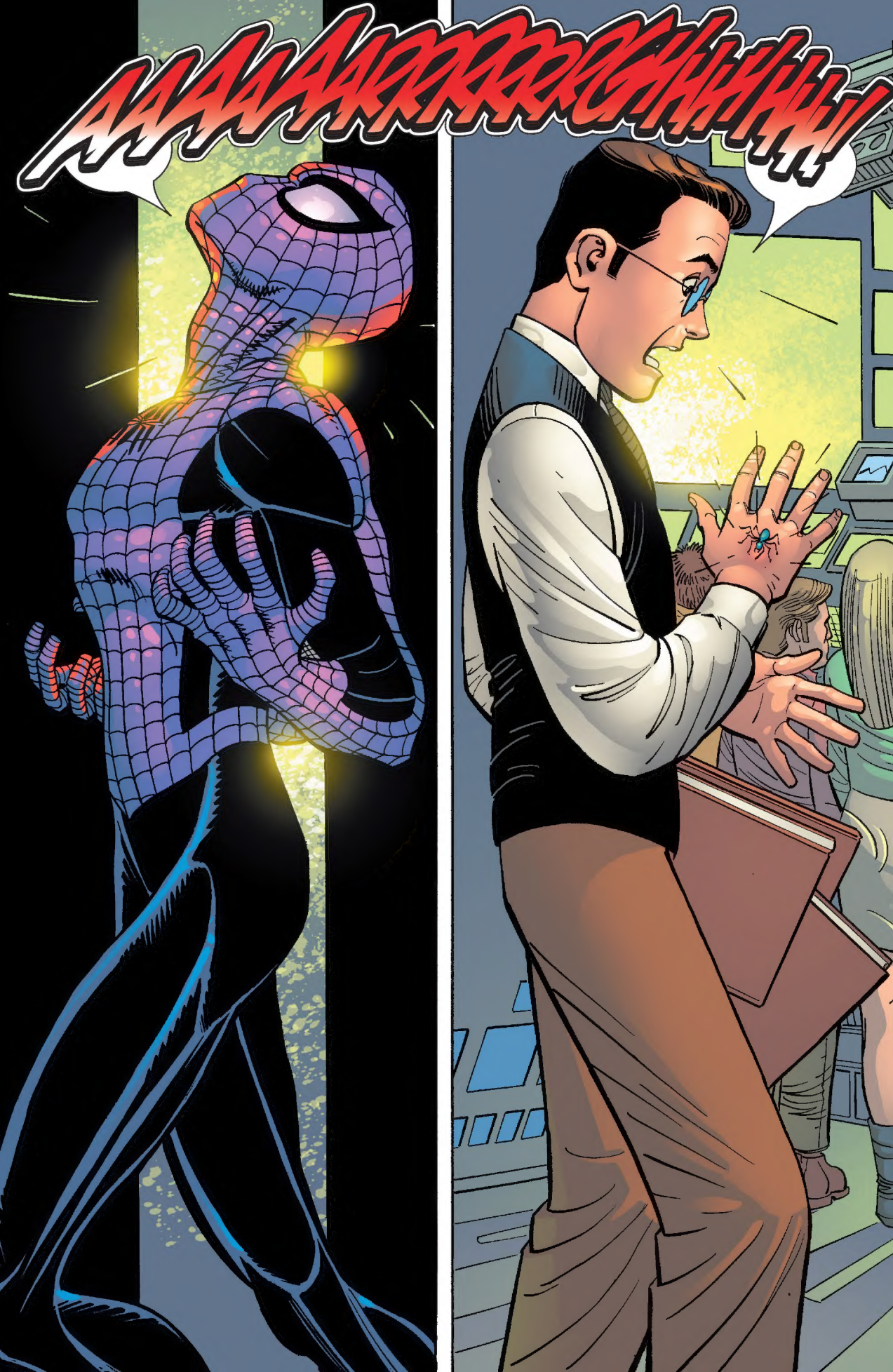
Goodbye, old friend.
Pete, please, listen to me --
It's time. Walk away.
Don't look back.
As soon as the freak moves, take him out. We've got full authority to use lethal force. So don't think twice, because if you do, he'll tear you apart before you can do the same to him.
Understood.
There's nothing you can do. Even if you try, time is about to flip again. Just remember what you've seen here.
I can't warn you about what's coming, because if you know, you'll only make things worse.
It's better this way. Better for me. Better for MJ.
RIP
MAY PARKER
LOVING AUNT
DEARLY MISSED

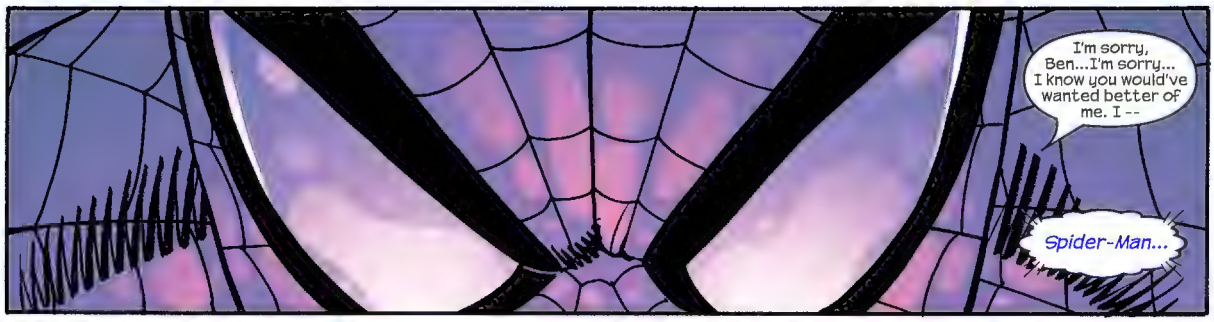

And better for our son.
His name is Ben.
But it would pretty much have to be, wouldn't it?
We had a good run. We fought the good fight.
And MJ never stopped loving us. Even when it all went bad.
Nothing else matters.
Holy....
Nothing.


Tell MJ you love her. Tell her every night, and every morning.
And as gently as you can, make her understand...
...that we all fall, sooner or later. Nobody lives forever. Nobody gets a free pass.
What matters is that you go down fighting...

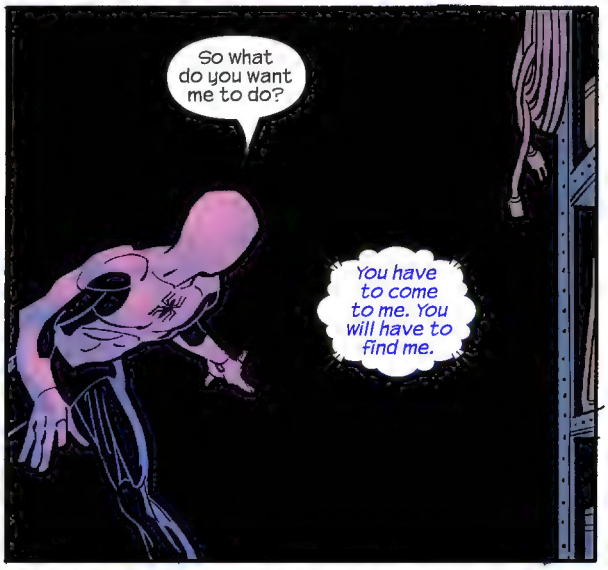
...and you go down clean.
...clean....
...clean...


There's nothing you can do...
...nothing you can do.
Isn't there?
I can stop it.
I can put my life back the way it was. Make my life mine again. Ben won't have to die because of me.
But how many other people will die because I wasn't there to save them?
I can't--
God help me...I'm sorry, Ben--
I can't, I can't, I can't Icant Icant Icant I--

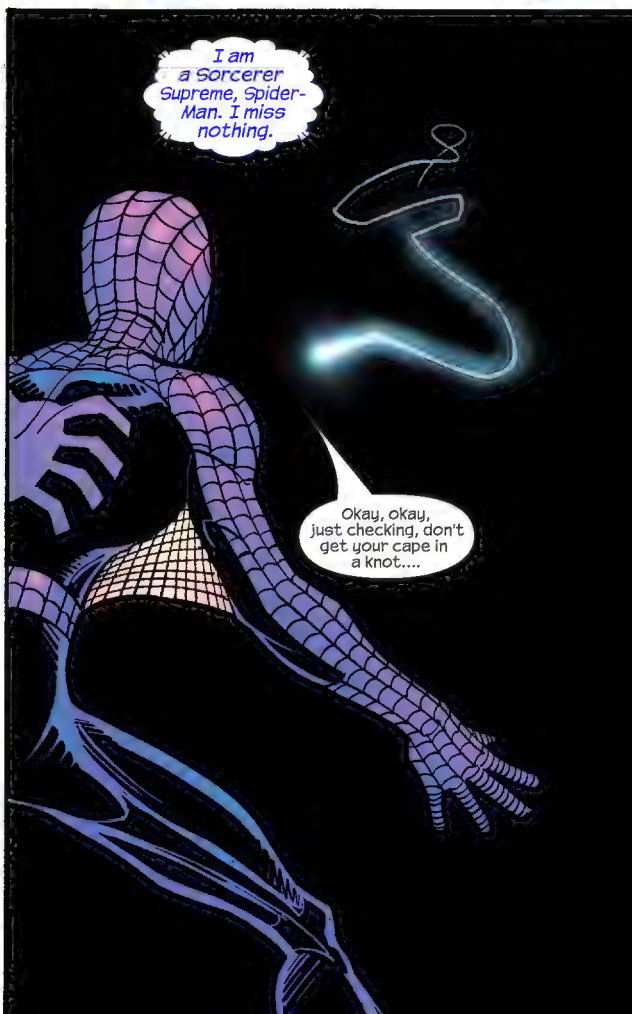

AAAAAAARRRRRGHHHHH!


I'm sorry, Ben...I'm sorry... I know you would've wanted better of me. I --
Spider-Man...

Doc...? Doc Strange?
I apologize for the delay...it has taken all of my power to find you.
You've gone too far down the timeline for me to come to you. If I try, we may both become lost forever.


So what do you want me to do?
You have to come to me. You will have to find me.

Great. Swell idea.
Ummm.... how?
You will have to come back up your own timeline until you reach the present.
Uh, huh.
Did you get that part about "how?"

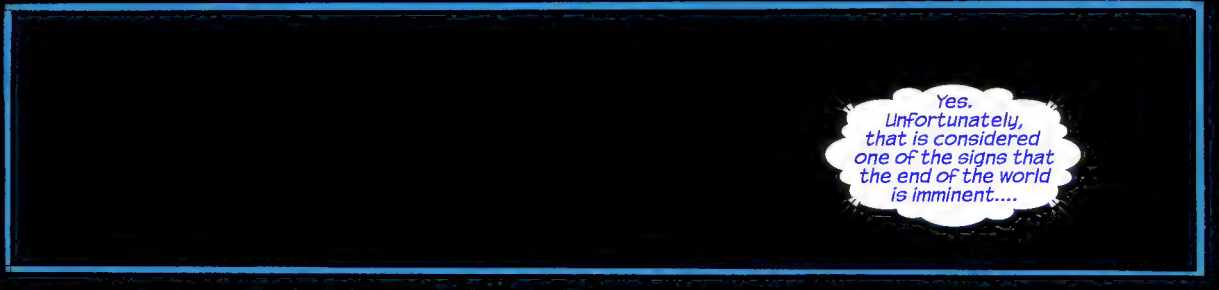

I am a Sorcerer Supreme, Spider-Man. I miss nothing.
Okay, okay, just checking, don't get your cape in a knot....

I've sent the Spell of Becoming in your direction. You should be seeing it any time now.
Yeah, I see it.
Let it enter you, and bring you forward through your timeline. Follow my voice, and never let go.

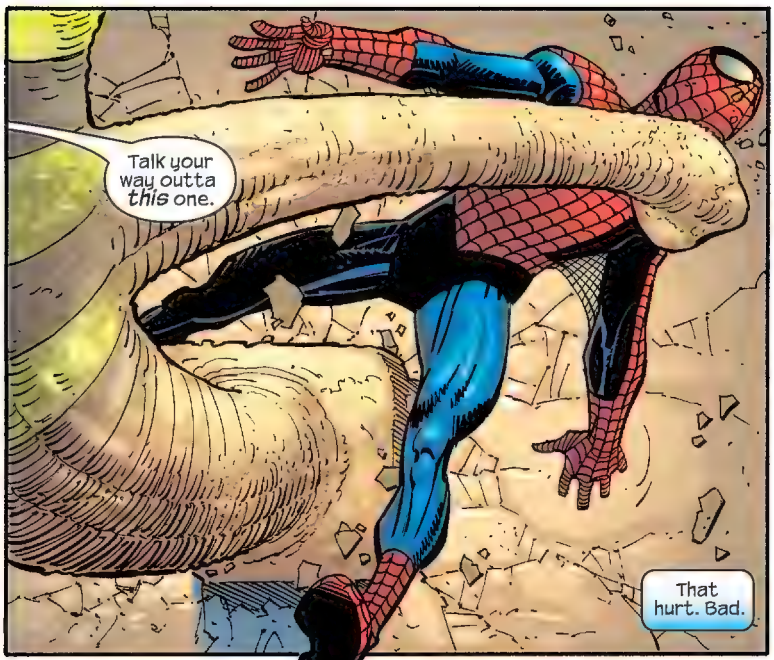
If we succeed, you will return to yourself in the moments before the others were tricked into opening the door for Dormammu. You must stop them from repeating their mistake.

Got it. By the way, where did you end up?
I'm sending you this from a billion years in the future.
Yeah? What's it like?
Cold. Dark. Depressing.
Rather much like Newark.
Hey, you made a joke. You made a joke. You --

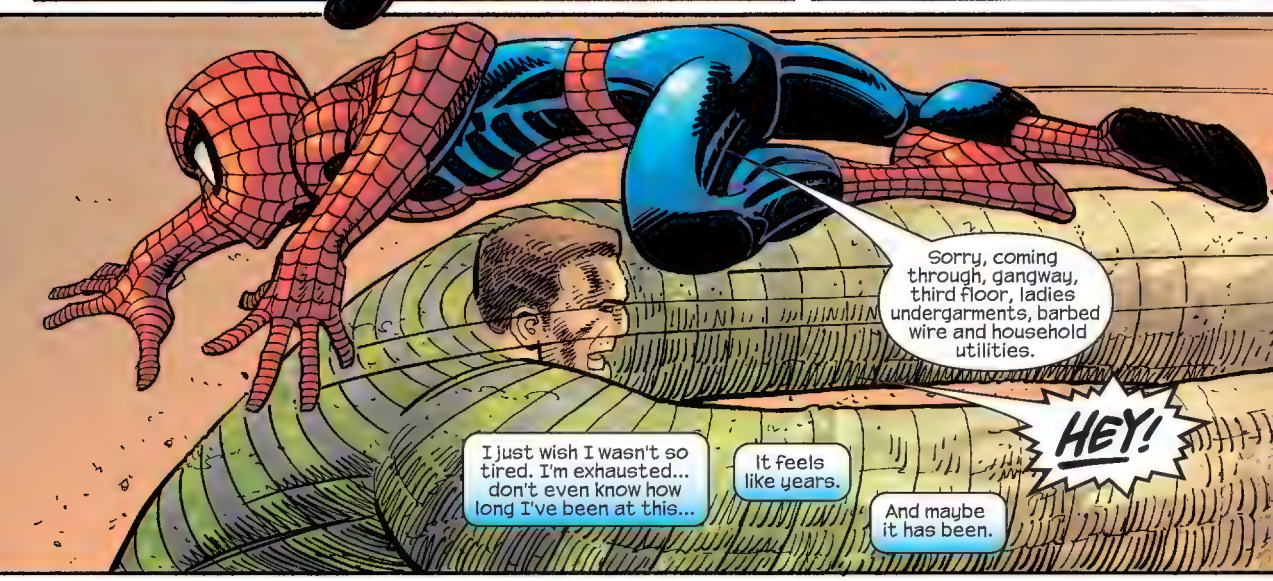
AAAIIGGH!

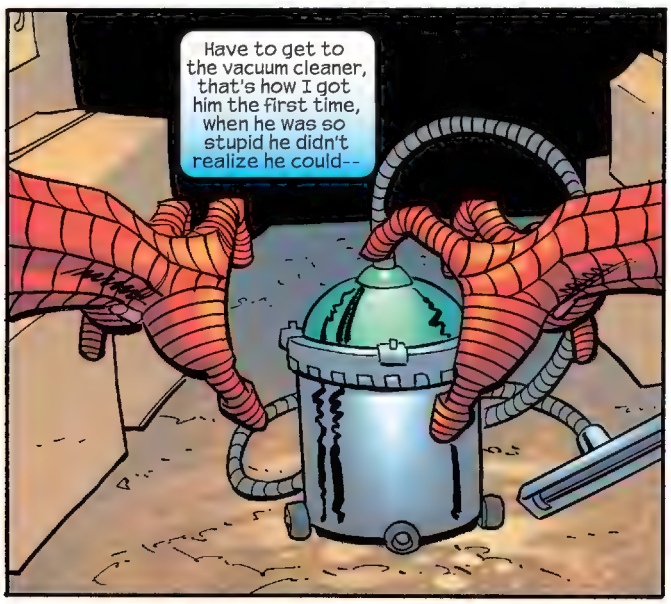

Yes. Unfortunately, that is considered one of the signs that the end of the world is imminent....

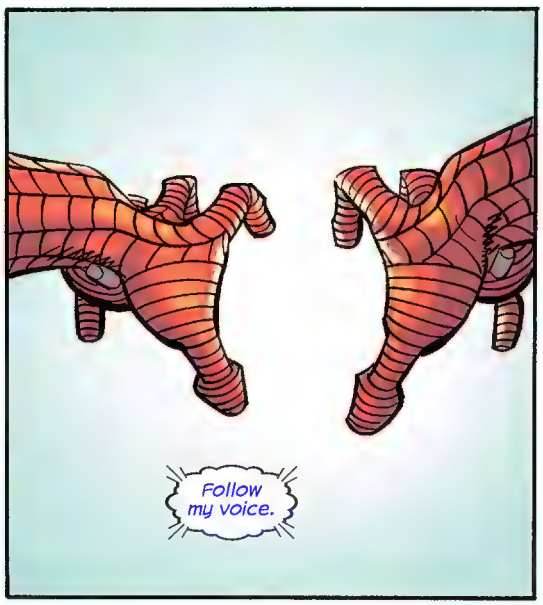
Get up... get up, ya creep....
Who...
Don't tell me you're gonna give up *that* easy...one hit and you're out....
Even if it *is* one hit from--
--the Sandman!
...oboy...
Whoa!
Go ahead and run, ya coward...you gotta stop sooner or later, and then--
Wow, Yogi Berra was right, it's deja vu all over again.
Same high school.
Same lame striped shirt.
Same stupid--


Talk your way outta *this* one.
That hurt. Bad.

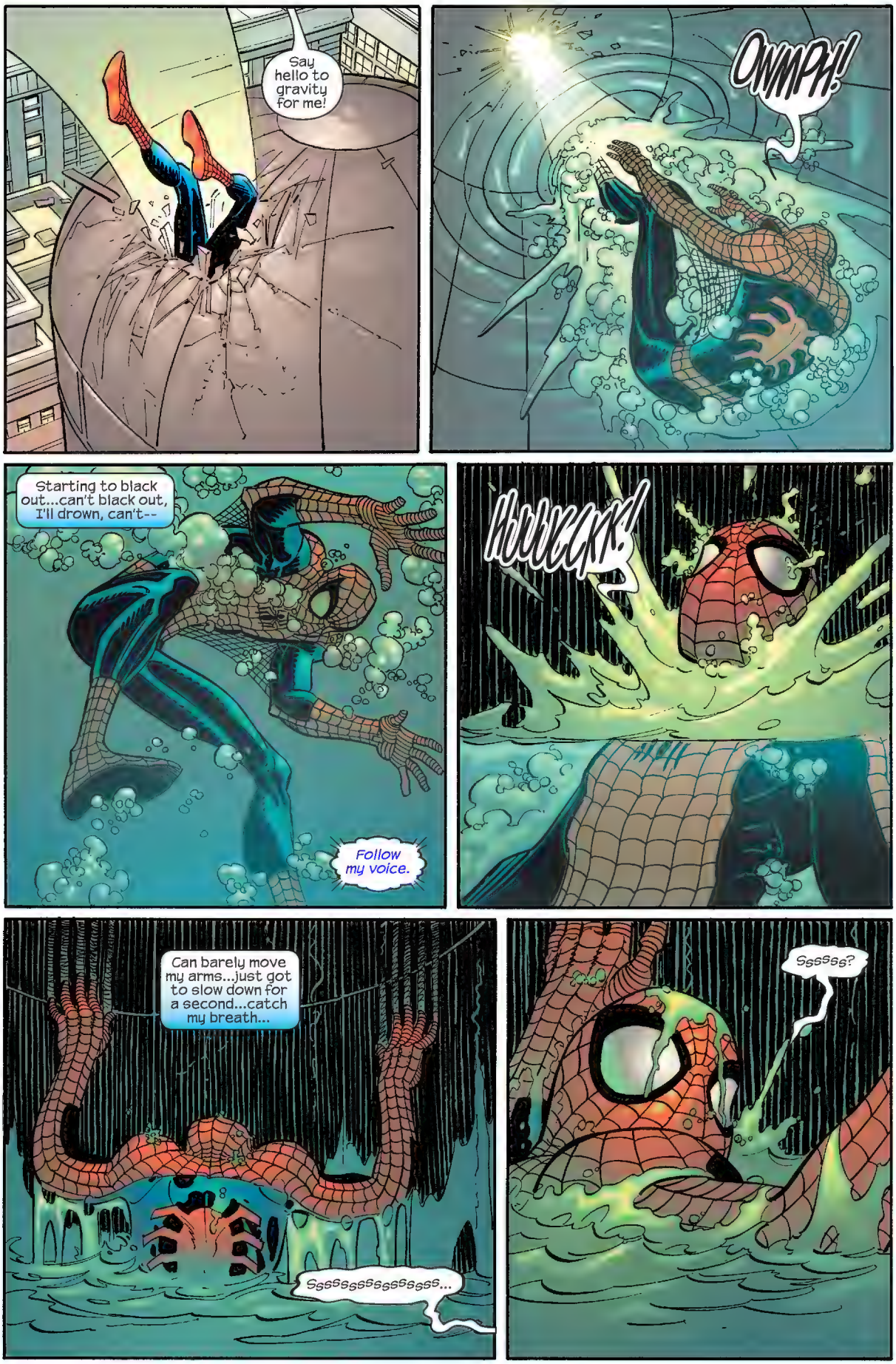
And I understand: I'm not just visiting, I'm here, reliving it in the moment. I can be hurt, or killed, and if that happens--
I just have to make sure it doesn't.


Sorry, coming through, gangway, third floor, ladies undergarments, barbed wire and household utilities.
HEY!
I just wish I wasn't so tired. I'm exhausted... don't even know how long I've been at this...
It feels like years.
And maybe it has been.


Have to get to the vacuum cleaner, that's how I got him the first time, when he was so stupid he didn't realize he could--


Follow my voice.

DIE, SPIDER-MAN! DIE!
OOOOOOF!
I'll teach you to spy on me!
=kkkkkrrrrr=
Can't breathe, can't --
Nothing for you to web onto up here, Spider-Man! And I'm the only one with wings!


Say hello to gravity for me!
OWMPH!
Starting to black out...can't black out, I'll drown, can't--
Follow my voice.
HUUUCCKK!
Can barely move my arms...just got to slow down for a second...catch my breath...
Ssssssssssssssss...
Sssss?

Dr. Connors? Dr. Connors, Curtis, it's me, it's--

SSSSHHAAAAA!
CRASH!

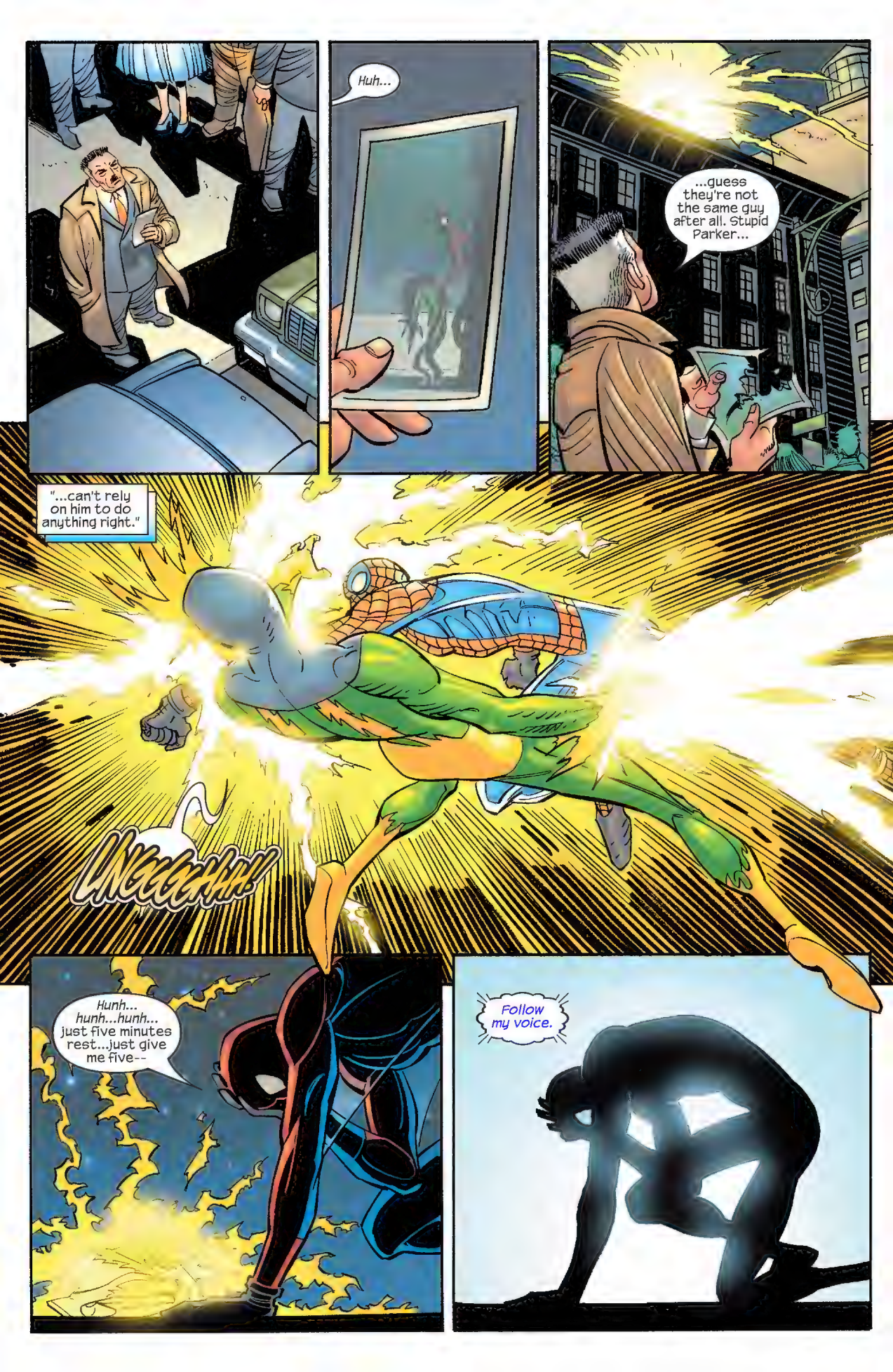
Never mind. I forgot, we haven't been formally introduced yet. That happens in about half an hour.
Yeah, I missed you too, sunshine.
SSSSAAAAA!

He's fast...I'd almost forgotten how fast...and I'm slow, tired, reflexes are off--
Unnnnhhhh...

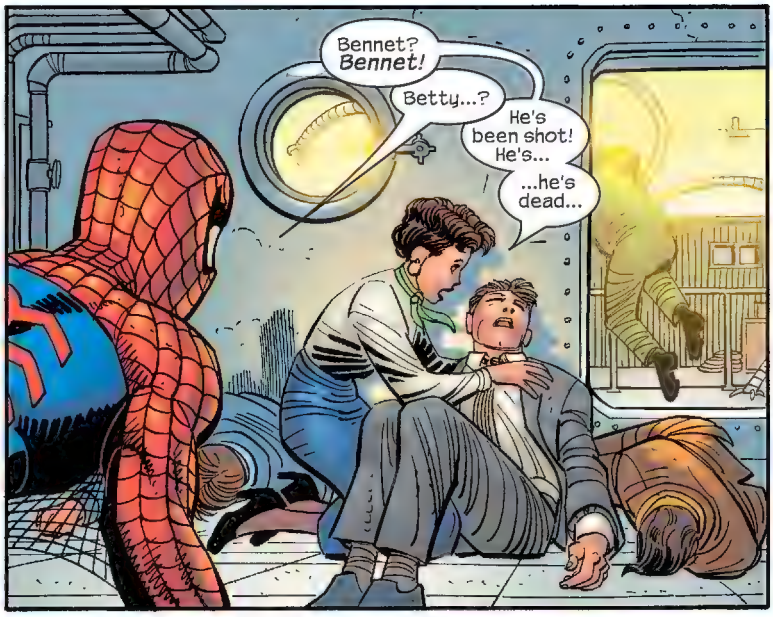
--but I can't let that matter, not now...have to keep going--
Nothing personal, Doc...but we're not... that...

--CLOSE!
CRASH!
AAAAAAHHH!
FWIPPP!
Follow my voice.

Didn't see that one coming, did you? How... SHOCKing.
Not the first time you've been blindsided, I'd imagine.
But it will be the last, courtesy of Electro.
As he comes toward me, and the air fills with the smell of ozone, two things occur to me.
First, why do these guys always refer to themselves in the third person?
Second, I remember that when I came here to face Electro the first time, I'd picked up rubber gloves on the way here.
SO LET'S DO IT!


Huh...
...guess they're not the same guy after all. Stupid Parker...
"...can't rely on him to do anything right."
UNGGGHH!
Hunh... hunh...hunh... just five minutes rest...just give me five--
Follow my voice.

Now who's going to hit me? I--
BEEEEEEEEEP!


Bennet? Bennet!
Betty...?
He's been shot! He's...
...he's dead...

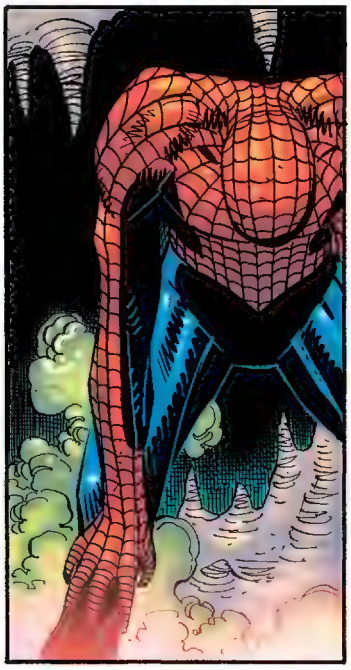
Betty...listen to me, there was nothing anybody could do... it was a stray bullet, it--

DON'T YOU TALK TO ME! IT'S YOUR FAULT MY BROTHER'S DEAD!
Betty--
YOUR FAULT!
SLAP

No, it's--
Follow my voice.

--it's not what it looks like.
Yes, but what is?

In the world according to Mysterio, *nothing* is as it seems to be.

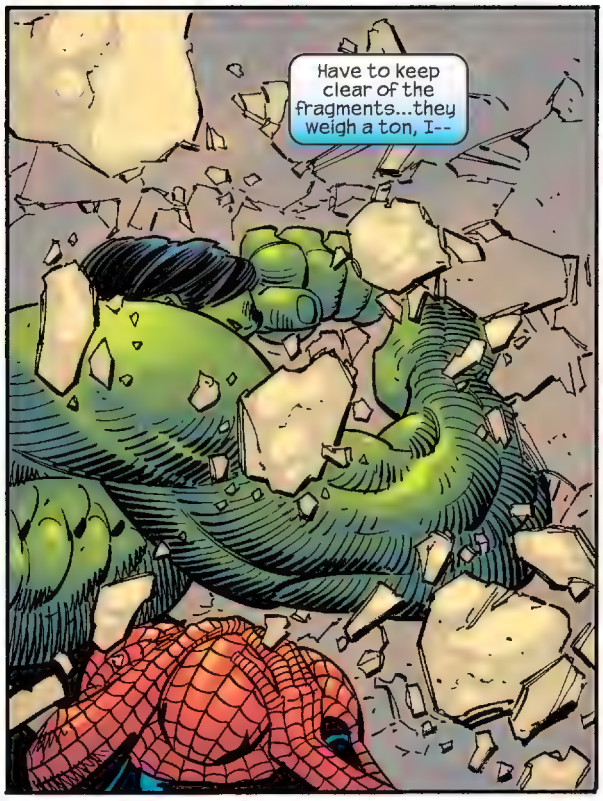


Okay, look, tell you what... this is where you tell me how you used tricks to imitate my powers, your plans for my humiliation and death, yadda yadda yadda, kill kill kill...
So since you're gonna yammer on for a while, how about I pull up a chair for a few and catch my breath so you can--
Follow my voice.

HULK SMASH SPIDER!
...ohcrud...

WHAMMM!

Look, Hulk, buddy, pal, big-green-psycho-gamma-guy...I'm on your side, this isn't--
HULK SMASH!

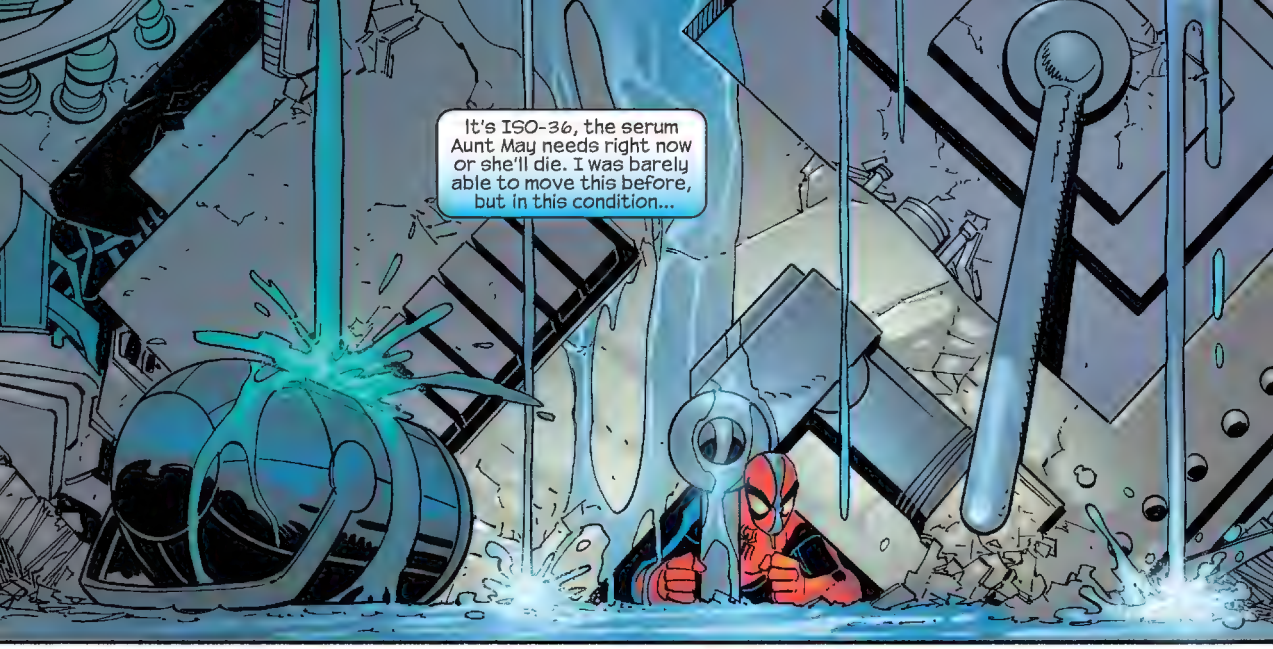

Have to keep clear of the fragments...they weigh a ton, I--

UNNH!
Follow my voice.

Got to keep moving... he'll be after me... shouldn't be that hard to move the rocks...

...no good...they're not moving... doesn't make sense...I should be able to...
Doesn't even feel like stone, more like steel, or--

No...
Dear God, no...


It's ISO-36, the serum Aunt May needs right now or she'll die. I was barely able to move this before, but in this condition...

No. I can't let it happen. This isn't a dream, or a memory. I'm *here*, in the moment, and if I fail, she dies. I won't allow it.
I won't.

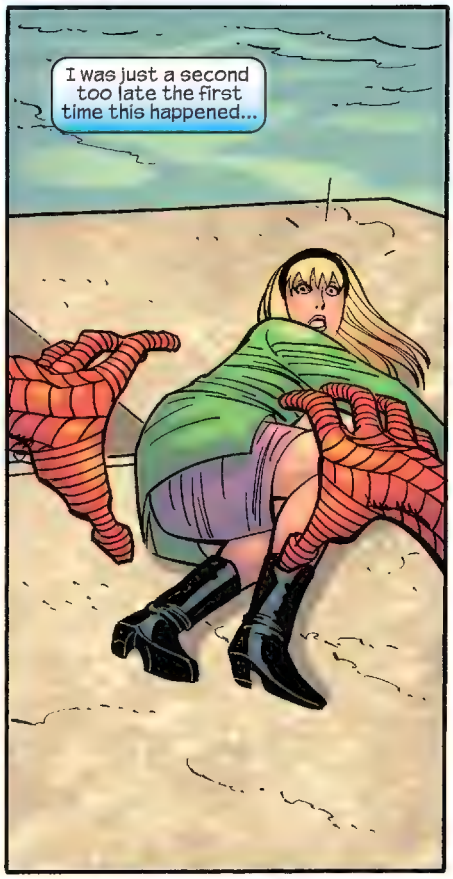
Come on, Peter...come on...you can do this...you did it before...move, damn you...move....

...this is when it counts...when there's no chance... you can't give up...that's all...

Can't... give...

...up!
Follow my voice.
HELP!
That voice! No, it--

Gwen...
GWEN!


I was just a second too late the first time this happened...

HAHAHAHAHAHAHA!
NO!
HEEEELLLP!

I'll shoot straighter this time, I can save her this time, I can--
Follow my voice.
No...not now...not now... Gwen--

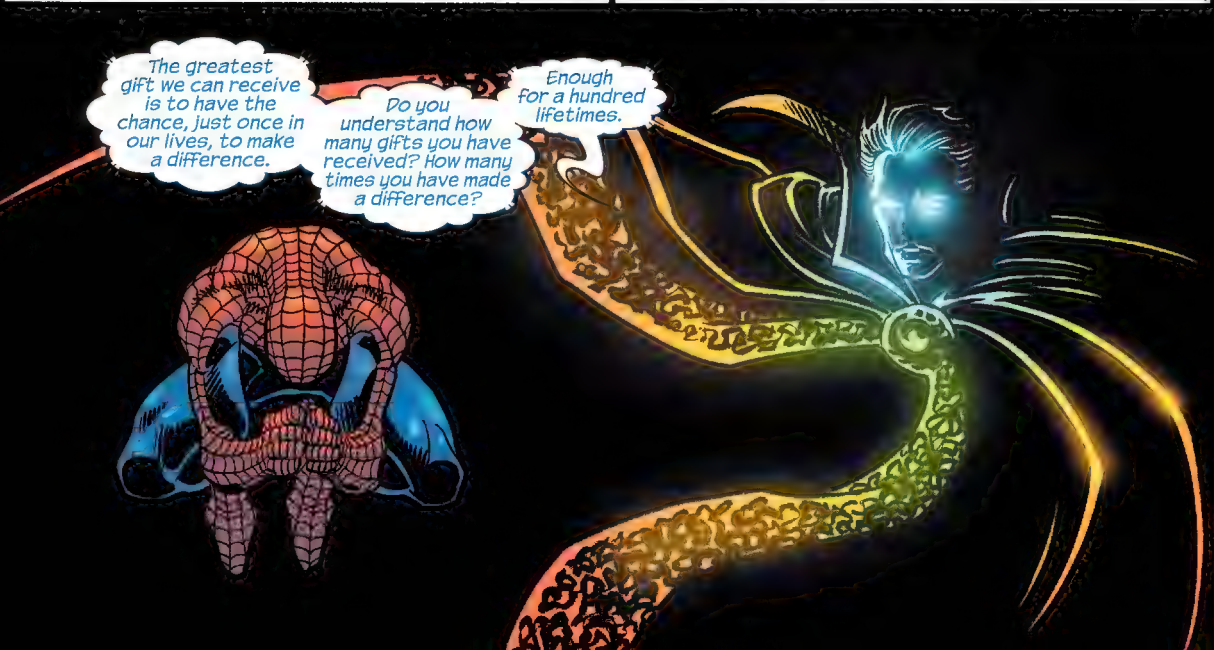
GWEN!

Enough.
Follow my voice.
No.
Follow my voice.
I SAID NO!

I can't do this anymore. I can't. I look at all the things I've done, everything that's happened, and--

--it's just nonstop fighting, violence, madness-- and I've let people die...people I cared about... people I loved--
We cannot save everyone.
Then what's the point?

Do you know what is the greatest gift anyone can receive in his lifetime?
No.
And I don't care. What does this have to do with--

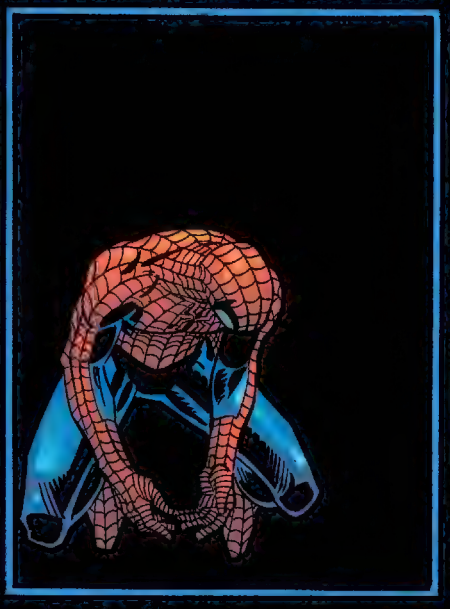

The greatest gift we can receive is to have the chance, just once in our lives, to make a difference.
Do you understand how many gifts you have received? How many times you have made a difference?
Enough for a hundred lifetimes.

If you stop now, then all the times you made a difference before now were for nothing. And all those you care about now, today, will most certainly die.
But you already know this.

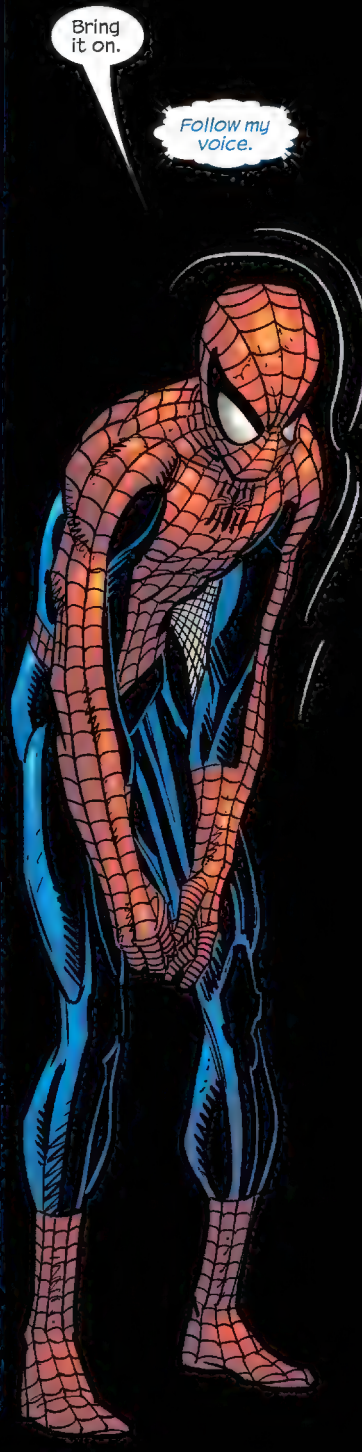
I know, it's just...I'm tired, Doc. I'm so tired all of a sudden. I try not to look back, because some days it feels like I'll just drown under the weight of everything I've done, everything I've *had* to do, and I wonder if it was worth it--

Spider-Man...
Yeah?

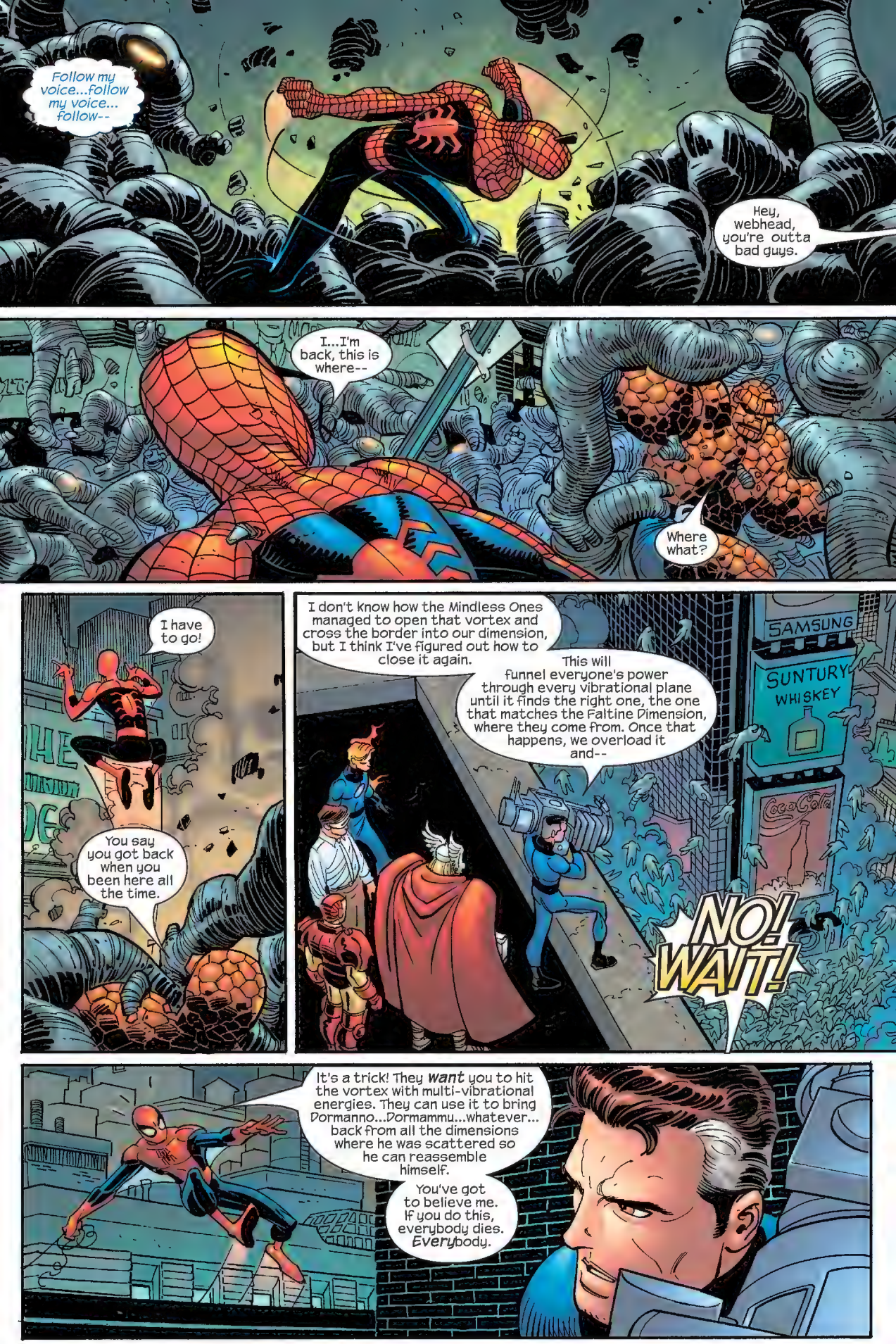
You are asking the wrong question.
That so? Then what's the *right* question?

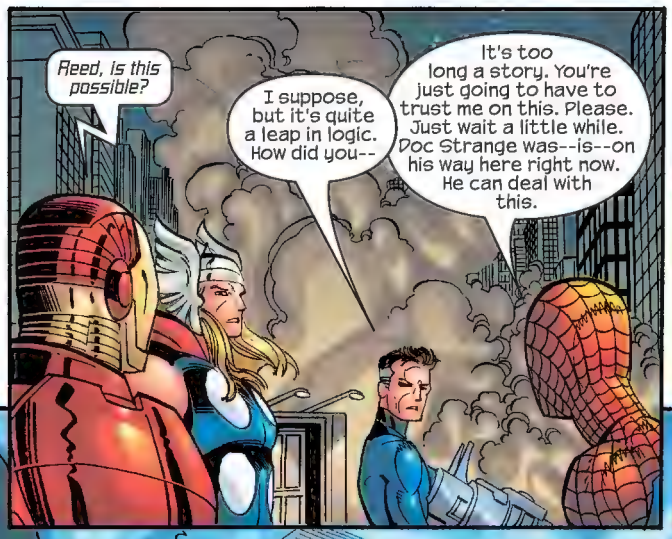


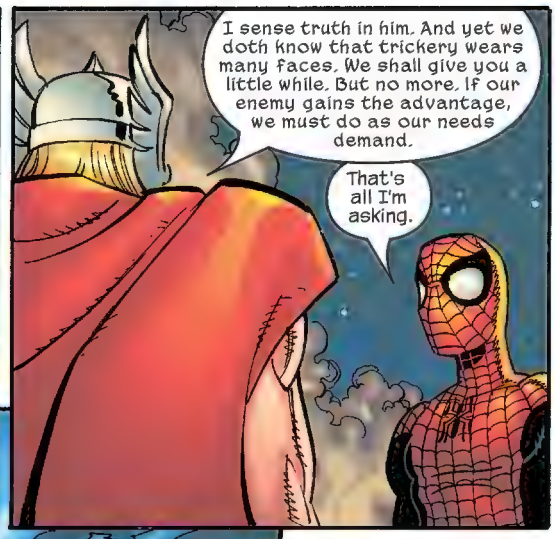
We must go now.
I know.
I know.


Bring it on.
Follow my voice.

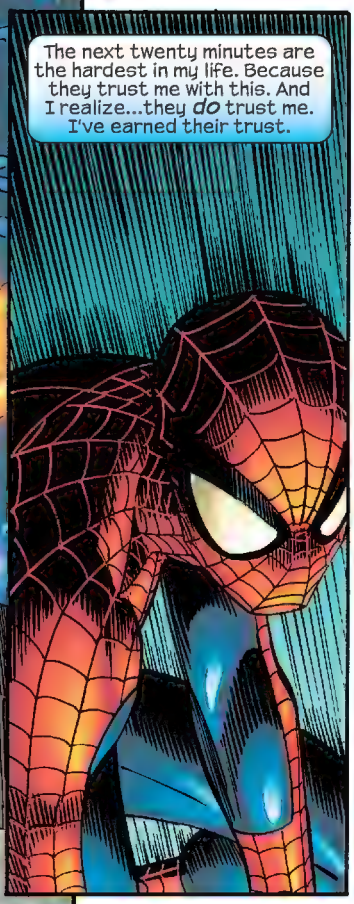
Follow my voice.
Follow my voice.
Fight your way to me.
Fight the darkness.
Fight despair.
Fight until fighting is impossible.
Then fight your way to me again.
Follow my voice.
Follow my voice.
Follow my voice.

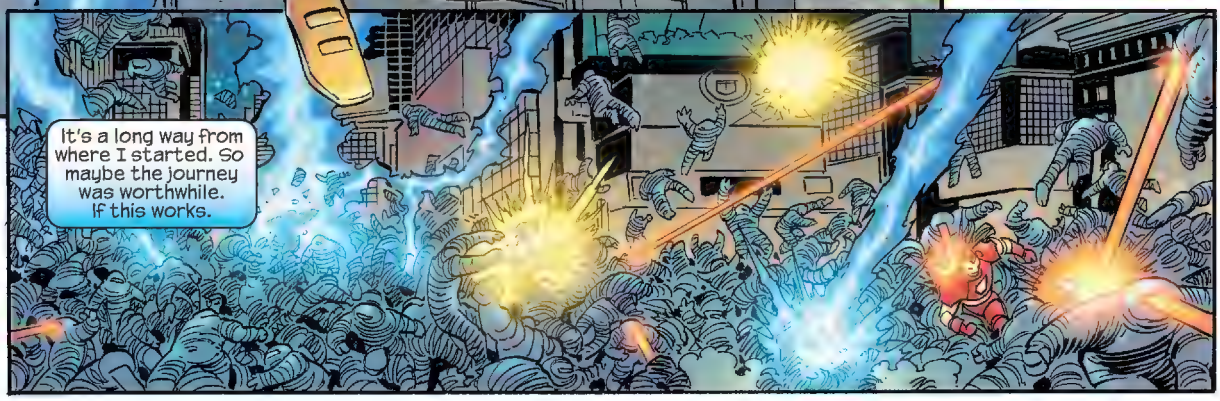

Follow my voice...follow my voice... follow--
Hey, webhead, you're outta bad guys.
I...I'm back, this is where--
Where what?
I have to go!
You say you got back when you been here all the time.
I don't know how the Mindless Ones managed to open that vortex and cross the border into our dimension, but I think I've figured out how to close it again.
This will funnel everyone's power through every vibrational plane until it finds the right one, the one that matches the Faltine Dimension, where they come from. Once that happens, we overload it and--
SAMSUNG
SUNTURY WHISKEY
Coca-Cola
NO! WAIT!
It's a trick! They *want* you to hit the vortex with multi-vibrational energies. They can use it to bring Dormanno...Dormammu...whatever... back from all the dimensions where he was scattered so he can reassemble himself.
You've got to believe me. If you do this, everybody dies. *Every*body.


Reed, is this possible?
I suppose, but it's quite a leap in logic. How did you--
It's too long a story. You're just going to have to trust me on this. Please. Just wait a little while. Doc Strange was--is--on his way here right now. He can deal with this.

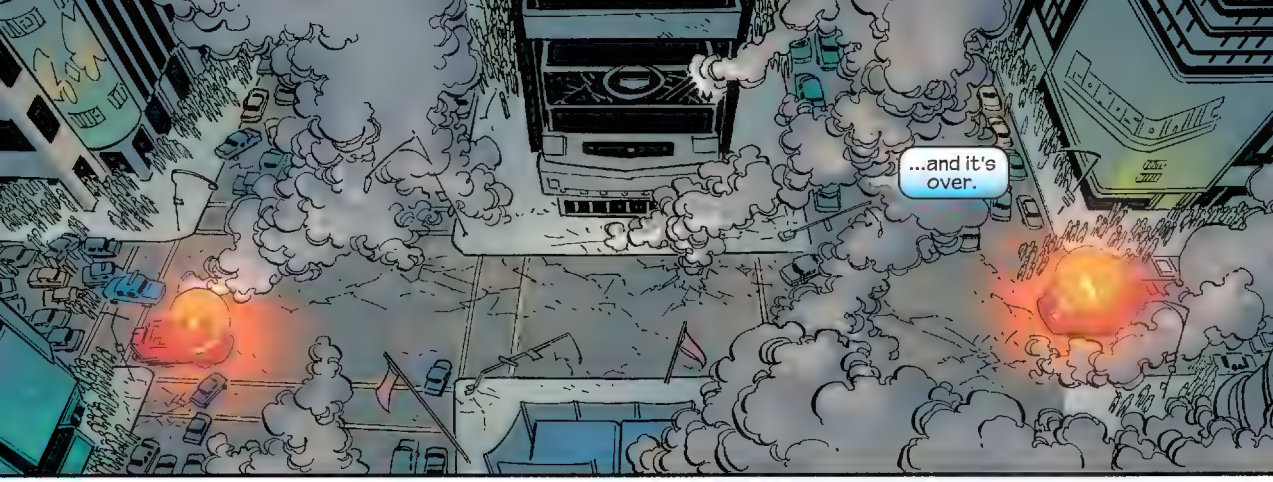

I sense truth in him. And yet we doth know that trickery wears many faces. We shall give you a little while. But no more. If our enemy gains the advantage, we must do as our needs demand.
That's all I'm asking.

THEN LET MJOLNIR BRING FORTH THE STORM!
He shouts. All the time. You ever notice that? He's a shouter.

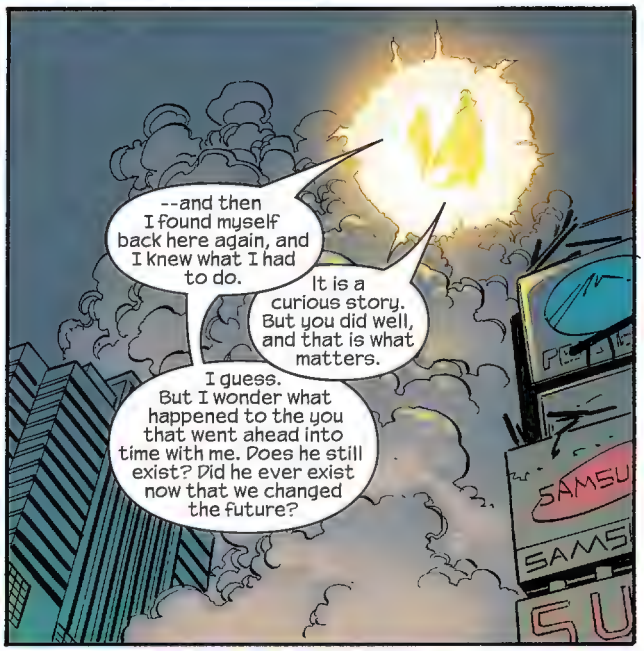

The next twenty minutes are the hardest in my life. Because they trust me with this. And I realize...they *do* trust me. I've earned their trust.


It's a long way from where I started. So maybe the journey was worthwhile. If this works.

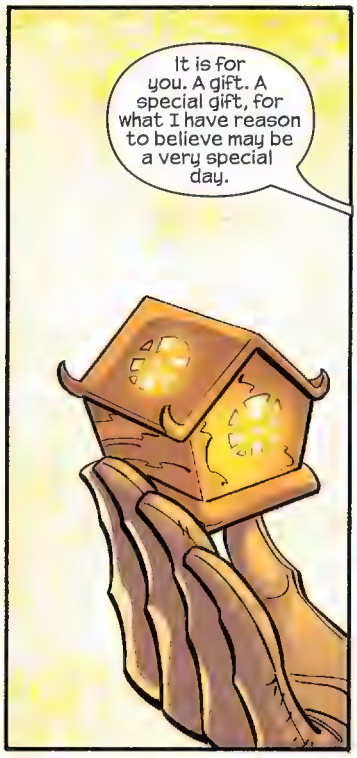
And I think this just paid off.
Stand back! This intrusion into our dimension is the work of dark magic, and only magic can counter it.
By the crimson bands of Cyttorak, the Eye of Agamotto, the mists of Morpheus...
Then his voice goes away, swallowed up in the roar of wind and thunder.
And light. A light that comes in from somewhere powerful. Somewhere ancient. Somewhere...else.
Then with a final roar of thunder, the vortex begins to fall apart, drawing back all the Mindless Ones who'd entered, and there's a *flash*...

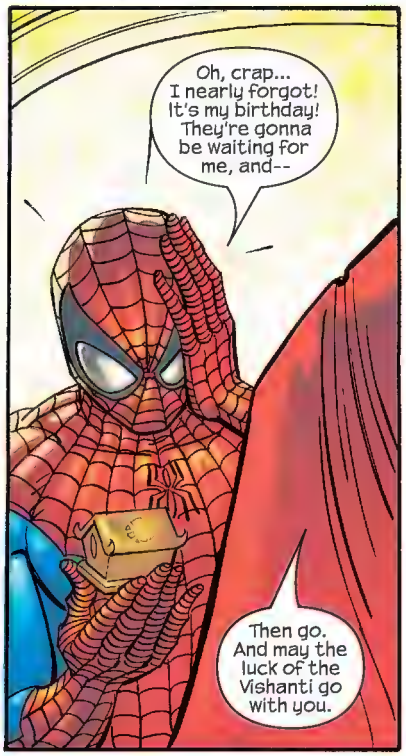

...and it's over.

Everything, that is, except the explanations.
We must speak.
I'm hip.


--and then I found myself back here again, and I knew what I had to do.
It is a curious story. But you did well, and that is what matters.
I guess. But I wonder what happened to the you that went ahead into time with me. Does he still exist? Did he ever exist now that we changed the future?

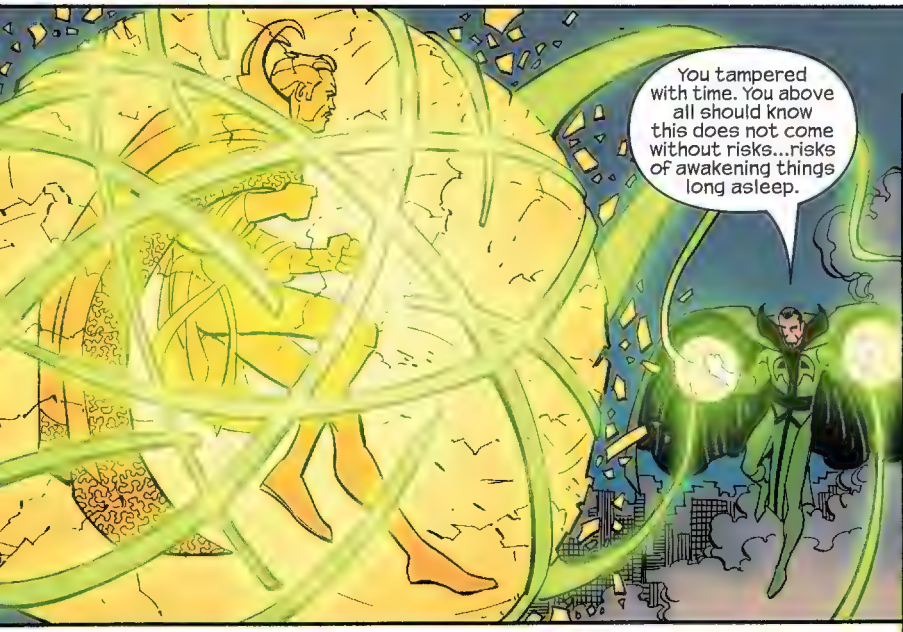
I do not know. But, curiously, I found this in my pocket at the end of our battle.


It is for you. A gift. A special gift, for what I have reason to believe may be a very special day.

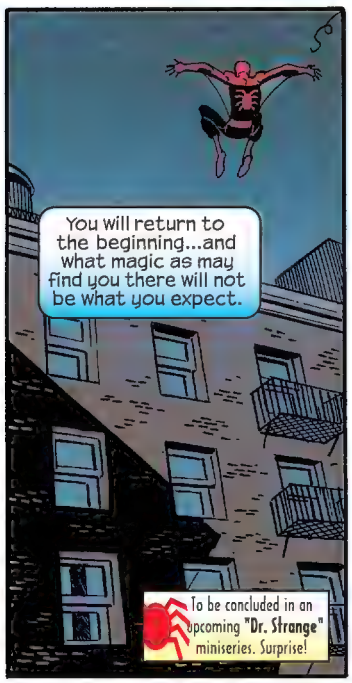

Oh, crap... I nearly forgot! It's my birthday! They're gonna be waiting for me, and--
Then go. And may the luck of the Vishanti go with you.

Thanks, Doc. See you around.
Perhaps... and perhaps not.

Who--


You tampered with time. You above all should know this does not come without risks...risks of awakening things long asleep.

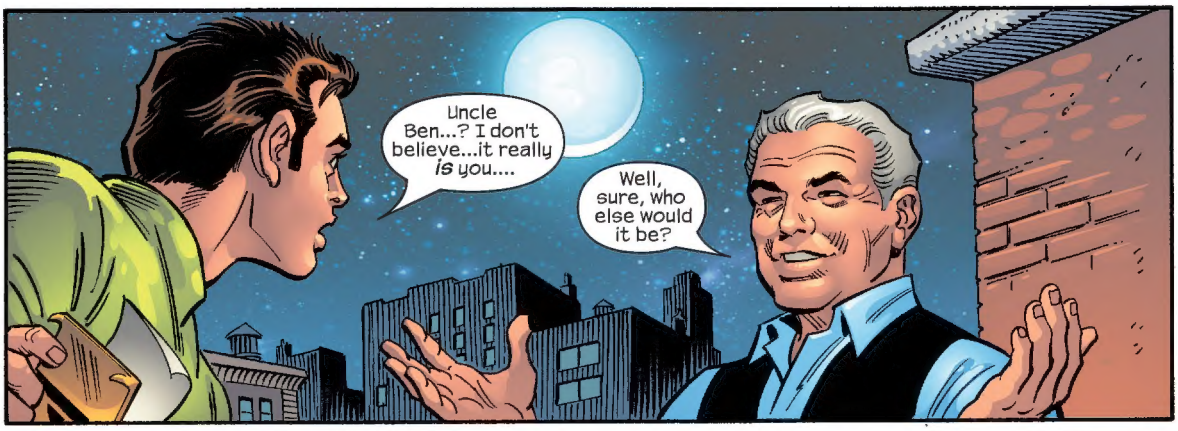
You could not be defeated as you are. But time is fluid now, and you may be defeated by sending your self to your own beginnings...and changing those beginnings in ways that will make you easier to defeat.

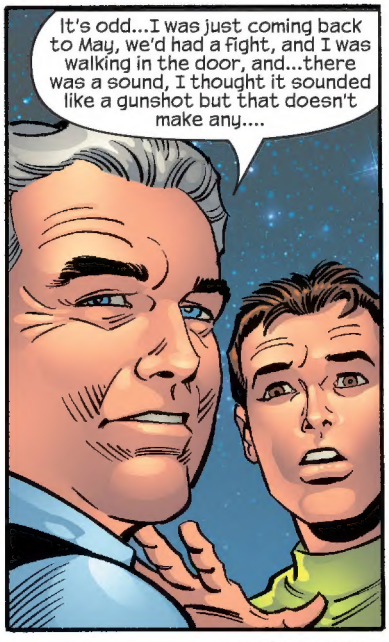

You will return to the beginning...and what magic as may find you there will not be what you expect.
To be concluded in an upcoming "Dr. Strange" miniseries. Surprise!

MJ? You here? MJ?

HAPPY BIRTHDAY!

So was it everything you hoped for?
It was great, MJ. Best birthday I've ever had.
Though I'm still not sure about the bunny slippers...
What was that, Pete?
Nothing.
I think I'll go get some air. You okay clearing up?
"Sure thing...enjoy the night air. It's beautiful tonight."
YOU HAVE FIVE MINUTES. SPEND THEM AS YOU WISH.
Hello, Peter.


Uncle Ben...? I don't believe...it really *is* you....
Well, sure, who else would it be?


It's odd...I was just coming back to May, we'd had a fight, and I was walking in the door, and...there was a sound, I thought it sounded like a gunshot but that doesn't make any....

I know it should mean something, but strangely, it doesn't. What matters is...you're here.
You look good, Pete. Real good.
You look great, Uncle Ben. God, there's so many things I want to tell you...so many things I want to ask your forgiveness for, I--

Forgiveness?
There's nothing you need to be forgiven for, Pete. Not by me.
But I wasn't there when you needed me--
We all mess up sometimes. It's not only inevitable, I think maybe it's even necessary.

You know what would disappoint me? If you didn't reach for the kind of life I wanted for you. If you settled for less because you were afraid of reaching for more. If you walked away from what you believe, even once.
Have you done that?

No. No, I haven't.
Then I taught you right, and your life has meaning.

But the thing is...I've done things, Ben, I've got...abilities now, I can do amazing things. There's stuff you need to know.
And there you're right. There's one question I have to ask you, Peter. An important question. So I can sleep easy.
Anything, Uncle Ben. Anything.
Whatever it is you do now, whatever it is you've become, tell me this, Peter.
Are you happy?
We all go through pain, we all lose people we care about, we all suffer, we all get hurt. It's the price of being human.
But at the end of the day...do you like your life?
Are you *happy*, Peter?
It's the damndest thing, but... I am. I'm happy. I have a good life, Ben. A real good life. I'm very lucky. Sometimes I don't realize just how good, and how lucky.
But yeah...I'm happy, Ben.
Then that's the only thing that matters, isn't it?
Maybe so. Maybe that *is* the right question.
But I still miss you, Ben. God knows, I've missed you so much.

I've missed you too, Peter. I love you, you know.
I love you too, Ben.
Goodbye, Pete. Take care of May for me.
I will. I swear. I always have, and I always will.
I know...
"So, did you have a nice stroll on the roof?"
Yeah. I did.
Good. I find that a moonlit walk helps clear my head. You too?
Yeah. It sure did this time.
I love you, MJ. God, I love you so much.
I want you to know that. Every night. And every morning.
I love you too, Peter. My lover, my husband, my best friend.
Goodnight, Birthday Boy.
Happy birthday...
Fin.